

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11☐ Check if this is an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Candy Club Acquisition, LLC2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 92-1949010

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

10736 Jefferson Blvd., #325

Number Street

Number Street

P.O. Box

Culver City CA 90230

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Los Angeles County

County

Number Street

City State Zip Code

5. Debtor's website (URL) candyclub.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)

Debtor Candy Club Acquisition, LLC
Name

Case number (if known) _____

☐ Other. Specify: _____**7. Describe debtor's business**A. *Check One:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**3119****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check One:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1). Its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000 **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

Debtor **Candy Club Acquisition, LLC**
Name

Case number (if known) _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

07/27/2023

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

11. Why is the case filed in this district?*Check all that apply:*☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?**

Number

Street

City

State

Zip Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*☒ Funds will be available for distribution to unsecured creditors.☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.**14. Estimated number of creditors¹**☒

1-49

☐

1,000-5,000

☐

25,001-50,000

☐

50-99

☐

5,001-10,000

☐

50,001-100,000

☐

100-199

☐

10,001-25,000

☐

More than 100,000

☐

200-999

¹ The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Debtor **Candy Club Acquisition, LLC**
Name

Case number (if known) _____

15. Estimated assets	<input checked="" type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

16. Estimated liabilities	<input checked="" type="checkbox"/>	\$0-\$50,000	<input type="checkbox"/>	\$1,000,001-\$10 million	<input type="checkbox"/>	\$500,000,001-\$1 billion
	<input type="checkbox"/>	\$50,001-\$100,000	<input type="checkbox"/>	\$10,000,001-\$50 million	<input type="checkbox"/>	\$1,000,000,001-\$10 billion
	<input type="checkbox"/>	\$100,001-\$500,000	<input type="checkbox"/>	\$50,000,001-\$100 million	<input type="checkbox"/>	\$10,000,000,001-\$50 billion
	<input type="checkbox"/>	\$500,001-\$1 million	<input type="checkbox"/>	\$100,000,001-\$500 million	<input type="checkbox"/>	More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **07/27/2023**
MM/DD/YYYY

x

/s/ Keith Cohn

Signature of authorized representative of debtor

Keith Cohn

Printed name

Title **Chief Executive Officer****18. Signature of attorney**

x

/s/ Veronica A. Polnick

Signature of attorney for debtor

Date

07/27/2023

MM/DD/YYYY

Veronica A. Polnick

Printed name

JACKSON WALKER LLP

Firm name

1401 McKinney Street, Suite 1900

Number

Street

Houston

City

Texas

State

77010

ZIP Code

(713) 752 -4200

Contact phone

vpolnick@jw.com

Email address

24079148

Bar number

Texas

State

Fill in this information to identify the case:	
United States Bankruptcy Court for the:	
Southern District of Texas	
(State)	
Case number (if known):	Chapter <u>11</u>

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Candy Club, LLC.

- Candy Club Acquisition, LLC
- Candy Club Holdings, Inc.
- Candy Club, LLC
- Candy Club Investment, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

Fill in this information to identify the case and this filing:	
Debtor Name	Candy Club Acquisition, LLC
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

07/27/2023
MM/ DD/YYYY

☒ /s/ Keith Cohn

Signature of individual signing on behalf of debtor

Keith Cohn

Printed name

Chief Executive Officer

Position or relationship to debtor

**WRITTEN CONSENT
OF
CANDY CLUB ACQUISITION, LLC**

JULY 20, 2023

THE COMPANY, Candy Club Acquisition, LLC (the “Company”) takes the following actions and adopt the following resolutions without a meeting, by consent of the undersigned Manager and Member, as authorized by the Delaware Limited Liability Company Act (the “Act”), as amended from time to time.

Appointment of Independent Manager

WHEREAS, pursuant to Section 18-302 of the Act, the members may take an action without a meeting, without prior notice and without a vote if consented to or approved, in writing.

WHEREAS, the Company deems it advisable and in the best interest of the Company to appoint Barry Folse as independent manager of the Company in accordance with that certain Independent Director Agreement between Candy Club, LLC and the Independent Director (as defined below), dated July 20, 2023 and in the form approved by the Manager.

NOW THEREFORE, BE IT RESOLVED, that Barry Folse (the “Independent Manager”) be ratified in his appointment an independent manager of the Company.

RESOLVED, that the Independent Manager shall have responsibility for the general and active management of the business in the same capacity as the Manager and shall have authority to execute documents and bind the Company.

RESOLVED, that the undersigned hereby approve and consent to any and all actions taken, done or performed in connection with the authority granted by the foregoing resolutions, and all legal actions of any nature whatsoever previously taken by any manager, officer, employee, agent, attorney or other representative of the Company contemplated by, arising out of or in connection with the subject of the foregoing resolutions.

Bankruptcy Matters

WHEREAS, pursuant to Section 18-404 of the Act, an action may be taken, without holding a meeting, providing notice, or taking a vote if a written consent stating the action taken is signed by the managers a limited liability company having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all managers entitled to vote were present and voted.

WHEREAS, pursuant to Section 18-302 of the Act, the members may take an action without a meeting, without prior notice and without a vote if consented to or approved, in writing.

WHEREAS, the Company deems it advisable and in the best interest of the Company and its affiliates, Candy Club Holdings, Inc., a Delaware corporation, Candy Club, LLC, a California limited liability company, and Candy Club Investment, LLC, a Texas limited liability company,

to file bankruptcy under Chapter 11 of the US Code, and grant Barry Folse, in his capacity as Independent Manager of the Company, and to each Manager (collectively, the “Authorized Persons”) the power and authority to authorize, execute, and approve on behalf of the Company and its wholly-owned subsidiaries all bankruptcy and restructuring matters, including but not limited to filing a petition for bankruptcy (the “Bankruptcy Matters”).

NOW THEREFORE, BE IT RESOLVED, that, notwithstanding anything to the contrary, the Company hereby grants to each Authorized Person the power and authority to authorize, execute, approve and file the Bankruptcy Matters and to take any other action done in furtherance of the Bankruptcy Matters on behalf of the Company and its wholly-owned subsidiaries.

RESOLVED, that the undersigned hereby approve and consent to any and all actions taken, done or performed in connection with the authority granted by the foregoing resolutions, and all legal actions of any nature whatsoever previously taken by any manager, officer, employee, agent, attorney or other representative of the Company contemplated by, arising out of or in connection with the subject of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above:

MANAGER:



Keith Cohn

MEMBER:



Keith Cohn

Fill in this information to identify the case:

Debtor name **Candy Club, LLC**
 United States Bankruptcy Court for the: **Southern** District of **Texas**
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Integrated Distribution Services - IND 9431 All Points Parkway Plainfield, IN 46168	Cody Van Woerden P: 317-203-8751 cvanwoerden@idsfulfillment.com	Operations	D			\$1,693,189.20
2	MAVPAK 6330 E 75th St Ste 168 Indianapolis, IN 46250	Phoebe Plair P: 463-266-8084 phoebe@mavpak.com	Components				\$317,875.00
3	Berlin Packaging 525 West Monroe Street 14th Floor Chicago, IL 60661	Pauline Reichel P: 312-869-7574 Pauline.reichel@BerlinPackaging.com	Components				\$217,206.43
4	All-Star Containers, Inc PO Box 1308 Bluffton, SC 29910	Todd Chaney P: 805-285-0740 Ext 2 todd@allstarcontainers.com	Components				\$195,008.64
5	UPS PO Box 650116 Dallas, TX 75265-0116	Andrew Harrell P: 800-377-4877 andrewharrell@ups.com	Freight				\$120,530.49
6	North Point Partners (Peter Ember) 30 Beekman Place New York, NY 10022	P: (917) 539-7432 pimber@nppllc.net	G&A				\$104,376.34
7	Rite Aid 5400 Perry Drive Waterford, MI 48329		Markdowns	D			\$90,000.00
8	Dorval Trading PO Box 620 Nanuet, NY 10954	Gail Newcomb P: 845-624-3031 gnewcomb@dorvaltrading.com	G&A				\$89,830.00

Debtor Name **Candy Club, LLC**

Case Number _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Google, Inc. Dept. 33654, PO Box 39000 Dsan Francisco, CA 94139	collections-us@google.com	Candy				\$83,833.20
10	Marich Confectionery 2101 Bert Drive Hollister, CA 95023	Jose Hernandez P: 800-624-7055 jlhernandez@marich.com	Marketing				\$81,632.34
11	City National Bank Credit Card File 1355 Pasadena, CA 91199-1355	John Bai john.bai@cnb.com	Candy				\$74,958.35
12	Gerrit J Verburg Company 12238 Germany Road Fenton, MI 48430	India Olk P: 810-750-9779 india@gerritjverburg.com	G&A				\$57,987.68
13	Disney Consumer Products, Inc. 500 S. Buena Vista St. Burbank, CA 91521	JP Southern paul.southern@disneyconsumerproducts.com	Candy				\$55,608.48
14	SC Marketing (Thermal Shipping Solutions) 1196 Simmons Lane Novato, CA 94945	Maney Athwal P: 415-389-5004 Maney@thermalshipping.com	License	D			\$50,000.00
15	Vidal Candies USA Inc. 845 Third Ave, 6th Floor New York, NY 10022	Matt Hanna and Michelle Gregg P: 310-548-6087 matt.hanna@vidalcandiesusa.com	Components				\$47,858.04
16	Facebook (Meta) 1601 Willow Road Menlo Park, CA 94025	P: 650.543.4800 debtrecovery@google.com	Candy				\$45,828.00
17	ORACLE (NetSuite) 2955 Campus Dr Ste 100 San Mateo, CA 94403	P: 877-638-7848 rvaldez@netsuite.com	Marketing				\$30,329.51
18	Premier Packaging PO Box 39505 Louisville, KY 40233	Deborah Ernst P: 800-518-6305 dernst@prempack.com	Tech				\$29,159.69
19	Sweets Candy Company 4666 Park Granada Calabasas, CA 91302	Darren Kolinsky darren@actionsaleswest.com	Components				\$28,578.00
20	Proforma Nitro Incentives (LLC) PO Box 51925 Los Angeles, CA 90051-6225	Anita Namar P: 972-407-6100 anita.namara@proforma.com	Candy				\$26,625.00

Debtor Name **Candy Club, LLC**

Case Number _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Stroock 180 Maiden Lane New York, NY 10038	P: 712-806-6196 zswan@stroock.com	Components	D			\$22,533.00
22	Redstone Foods, Inc 1434 Patton Place, Suite 106 Carrollton, TX 75007	Sussanne Diamond P: 818-422-4245 suannebd@gmail.com	Candy				\$19,932.00
23	Steaven Jones Development Company 12381 Wilshire Boulevard, Suite 201 Los Angeles, CA 90025	Larry Meister P: 310-826-3600 x115 F: 800-837-2511 lmeister@sjdcinc.com	G&A	D			\$19,427.53
24	Nassau Candy 530 West John Street Hicksville, NY 11801	Robin Goedel P: 516-433-7100 Robin.Goedel@nassaucandy.com	Candy				\$16,700.00
25	Jelly Belly PO Box 742799 Los Angeles, CA 90074	Heidi Mueller P: 707-428-2800 hmueller@jellybelly.com	Candy				\$16,568.00
26	Metric Theory PO Box 748544 Los Angeles, CA 90074	P: 415-231-5345 accounting@metrictheory.com	Marketing				\$11,050.77
27	Wise Owl Productions 3751 E 150 S Tipton, IN 46072	P: 949-690-4942 jpekar@wiseowlproductions.com	Sales				\$10,641.50
28	Arway Confections (LongGrove) 3425 North Kimball Ave Chicago, IL 60618	Carrie Koch P: 847-302-4806 carrie.koch@arwlgc.com	Candy				\$10,120.00
29	Anthem Blue Cross PO Box 51011 Los Angeles, CA 90051-5311	Mark Reynolds P: 855-854-1429. reynolds.mark@sbcglobal.net	G&A				\$8,651.92
30	Cloudwork LLC (Beon) 17121 Collins Ave Sunny Isle, FL 33160	P: 917-605-3521 accounting@beon.studio	Tech				\$8,201.25